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## ANNUAL AUDITED REPORT SEC

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## SEC FILE NUMBER

8-16452

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/14 AND ENDING 12/31/14  
MM/DD/YY MM/DD/YY

## A. REGISTRANT IDENTIFICATION

NAME OF BROKER - DEALER:

J. J. &amp; M. Geldzahler

OFFICIAL USE ONLY

FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

1527 58<sup>th</sup> Street

(No. and Street)

Brooklyn

(City)

NY

(State)

11219

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Malvine Geldzahler, general partner

(718) 851-7502

(Area Code - Telephone No.)

## B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

VB&amp;T Certified Public Accountants, PLLC

(Name - if individual, state last, first, middle name)

250 West 57<sup>TH</sup> Street, Suite 1632

(Address)

New York  
(City)New York  
(State)10107  
(Zip Code)

## CHECK ONE:

☒ Certified Public Accountant☐ Public Accountant☐ Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

SEC 1410 (06-02)

# OATH OR AFFIRMATION

I, Malvine Geldzahler, general partner, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of J. J. & M. Geldzahler, the (Company), as of December 31, 2014, are true and correct. I further swear (or affirm) that neither the Company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

X Malvine Geldzahler  
 Malvine Geldzahler, general partner

Sworn and subscribed to before me this 26<sup>th</sup> day of February, 2015 BEVERLEY PANTIN  
 Notary Public, State of New York  
 No. 01PA6046052

This report contains (check all applicable boxes):

Qualified in Kings County  
 Commission Expires 8/05/2016

Report of Independent Registered Public Accounting Firm.

- |     |   |     |
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Certified Public Accountants, PLLC

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of  
J. J. & M. Geldzahler

We have audited the accompanying financial statements of J. J. & M. Geldzahler, (the "Company") (a New York company), which comprise the statement of financial condition as of December 31, 2014, and the related statements of income, changes in partners's equity, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statements and supplemental information. The company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of J. J. & M. Geldzahler as of December 31, 2014, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Schedule I and II have been subjected to audit procedures performed in conjunction with the audit of the Company's financial statements. This supplemental information is the responsibility of the Company's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with Rule 17a-5 of the Securities Exchange Act of 1934. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

*VB&T CERTIFIED PUBLIC ACCOUNTANTS, PLLC*

New York, NY  
February 25, 2015

**Registered with the Public Company Accounting Oversight Board  
Member of the American Institute of Certified Public Accountants**

**J. J. & M. GELDZAHLER**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2014**

**ASSETS**

Cash	\$ 144,128
Accounts receivable	2,815
Investment in marketable securities	<u>9,592</u>
Total Assets	<u><u>\$ 156,535</u></u>

**LIABILITIES AND PARTNERS' CAPITAL**

Accounts payable and accrued expenses	<u>\$ 1,425</u>
Total Liabilities	<u>1,425</u>
Contingencies	-
Partners' capital	<u>155,110</u>
Total Liabilities and Partners' Capital	<u><u>\$ 156,535</u></u>

The accompanying notes are an integral part of these financial statements.

**J. J. & M. GELDZAHLER**  
**STATEMENT OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**

**Revenues:**

Fee income	\$ 40,090
Unrealized gain	7,192
Dividend and interest income	<u>130</u>

Total Revenues	<u>47,412</u>
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**Expenses:**

Professional fees	3,000
Regulatory fees	824
Telephone and utilities	5,189
Rent	8,100
Office expense	<u>10,382</u>
Total Expenses	<u>27,495</u>

Net Income	<u><u>\$ 19,917</u></u>
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The accompanying notes are an integral part of these financial statements.

**J. J. & M. GELDZAHLER**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**

Cash Flows From Operating Activities:	
Net Income	\$ 19,917
Adjustment to reconcile net income to net cash provided by operating activities:	
(Increase) in accounts receivable	(194)
(Increase) in investment in marketable securities	(7,192)
(Decrease) in accounts payable and accrued expenses	<u>(1,275)</u>
Net Cash Provided By Operating Activities	<u>11,256</u>
Cash Flows From Investing Activities:	
Net Cash Provided by Investing Activities	-
Cash Flows From Financing Activities:	
Distributions to partners	<u>(17,402)</u>
Net Cash (Used) By Financing Activities:	(17,402)
Net (Decrease) In Cash	(6,146)
Cash at beginning of the year	<u>150,274</u>
Cash at end of the year	<u><u>\$ 144,128</u></u>

The accompanying notes are an integral part of these financial statements.

**J. J. & M. GELDZAHLER**  
**STATEMENT OF CHANGES IN PARTNERS' CAPITAL**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**

	<u>Total Partners' Capital</u>
Balance, January 1, 2014	\$ 152,595
Distributions to Partners	(17,402)
Net Income	<u>19,917</u>
Balance, December 31, 2014	<u><u>\$ 155,110</u></u>

The accompanying notes are an integral part of these financial statements.

**J. J. & M. GELDZAHLER**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

**1. ORGANIZATION AND NATURE OF OPERATIONS**

J. J. & M. Geldzahler (the Company) is a New York general partnership and a broker dealer registered under Section (15b) of the Securities Exchange Act of 1934. The Company is also a member of the Financial Industry Regulatory Authority (FINRA). The Company was organized on April 1971 in the State of New York, and has its principal business location in Brooklyn New York.

The Company earns commissions from the sale of shares in regulated investment companies, but does not carry securities accounts for customers nor perform custodial functions relating to customer securities.

**Recently Issued Accounting Pronouncements**

Management does not believe that the adoption of any recently issued, but not yet effective, accounting standards will have a material effect on its financial position and results of operations.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Revenue Recognition**

Commission income is recognized upon the sale of shares in regulated investment companies in accordance with the funds' commission schedule. Additionally, the Company receives "Trail Commissions" which are based on the account holdings of customers who have invested in the funds through the Company. Commission income is generally received in the month earned.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Risks, Uncertainties and Certain Concentration of Credit Risks and Economic Dependency**

The Company represents a limited number of fund distributors. One of the fund distributors accounted for approximately 74% of the Company's income for the year ended December 31, 2014.



**J. J. & M. GELDZAHLER**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

Financial instruments potentially subjecting the Company to concentrations of credit risk consist of cash balances in banks and securities held by (and amounts due from) the clearing broker. The Company's cash balances are on deposit in federally insured accounts, and bank balances generally do not exceed limits of federal deposit insurance. Management believes that no significant concentration of credit risk exists with respect to those cash balances.

**Fair Values of Financial Instruments**

Financial Accounting Standards Board Accounting Standards Codification Topic 820 (FASB ASC 820) requires the Company to disclose estimated fair values for its financial instruments. Fair value estimate methods and assumptions for financial instruments are as follows: The carrying amount of cash, accounts receivable, accounts payable, and accrued expenses, approximate fair value because of their short maturity—under a year.

**Cash Equivalents**

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

**3. INCOME TAXES**

The Company is organized as a general partnership. As a result, the Company is generally not subject to federal or state income taxation. Instead, each partner is taxed on his or her distributive share of the Company's income, losses, deductions, credits, and related tax items.

The City of New York, however, imposes an unincorporated businesses tax (UBT) when business taxable income of an unincorporated entity exceeds \$90,000. While the Company is an "unincorporated entity," no UBT tax was due for 2014.

The Company follows FASB ASC 740—Income Taxes. This topic provides guidance for recognizing and measuring uncertain tax positions. This topic also prescribes threshold conditions that tax positions must meet for any of the benefits of the uncertain tax positions to be recognized in the financial statements. It also provides accounting guidance on derecognizing classification and disclosure of these uncertain tax positions. The Company has not taken any uncertain tax positions which may affect the year ended December 31 2014.

Interest costs and penalties related to income taxes are classified as interest expense and general and administrative costs, respectively, in the Company's financial statements. For the year ended December 31 2014, the Company did not recognize any interest or penalties related to income taxes. The Company is currently subject to a three-year statute of limitations on routine tax matters. The Company files a U.S. Return of Partnership

**J. J. & M. GELDZAHLER**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

Income (Form 1065), New York State (Form IT-204), and New York City Unincorporated Business Tax returns.

**4. PARTNERS' CAPITAL**

From time to time the Company distributes current or previously earned income to partners. For the year ended December 31 2014 aggregate distributions to partners were \$17,402.

**5. COMMITMENTS AND OTHER COMMENTS**

**Premises Operating Leases**

The Company rents office space from one of its partners on a month-to-month basis. The monthly rental is currently \$675 plus utilities, and it is paid directly to the provider on a usage basis. The lease is terminable at any time without notice.

Rent expense included with Occupancy Costs in the Statement of Operations was \$8,100 for the year ended December 31 2014.

**6. NET CAPITAL REQUIREMENT**

The Company is a member of the FINRA and subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital of \$25,000, and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At December 31, 2014 the Company had net capital of \$150,856, which was \$125,856 in excess of the amount required.

**7. SECURITIES VALUATION and FAIR VALUE MEASUREMENTS**

The Partnership utilizes various methods to measure the fair value of its investments on a recurring basis. GAAP establishes a hierarchy that prioritizes the inputs to valuation methods. The three levels of input are:

Level 1

Unadjusted quoted prices in active markets that the Partnership has the ability to access for identical assets or liabilities.

Level 2

Observable inputs other than quoted prices included in Level 1. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar (but not identical) instruments, and similar data.

**J. J. & M. GELDZAHLER**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

Level 3

Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Partnership's own assumptions about what a market participant would use in valuing the asset or liability, based on the best information available.

At December 31, 2014, the Company's securities consisted of 200 shares of The Nasdaq OMX Group, Inc. (NDAQ). The market value of these securities at December 31, 2014 was \$9,592. The Company's original cost of these same securities was \$2,400. The Company, therefore, has a cumulative unrealized gain in these securities of \$7,192, of which \$1,632 occurred in the current year.

The Company adopted the Fair Value Standard required by GAAP in the current year. As a result, the entire cumulative unrealized gain was recorded in the current year.

**8. SUBSEQUENT EVENTS**

Subsequent events have been evaluated through February 25, 2015, which is the date the financial statements were available to be issued.

**J. J. & M. GELDZAHLER**  
**COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE**  
**SECURITIES AND EXCHANGE COMMISSION**  
**DECEMBER 31, 2014**

**Sch I**

**NET CAPITAL:**

Total partners' capital	\$ 155,110
Deductions and/or charges:	
Non-allowable assets	<u>(2,815)</u>
Net capital before haircuts on securities positions	<u>152,295</u>
Haircuts on securities positions	<u>(1,439)</u>
Net Capital	<u><u>\$ 150,856</u></u>

**AGGREGATE INDEBTEDNESS:**

Items included in the statement of financial condition:

Accounts payable and accrued expenses	<u><u>\$ 1,425</u></u>
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**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT:**

Minimum net capital required	<u><u>\$ 25,000</u></u>
Excess net capital	<u><u>\$ 125,856</u></u>
Net capital less greater of 10% of total AI or 120% of minimum net capital	<u><u>\$ 120,856</u></u>
Ratio: Aggregate indebtedness to net capital is	<u><u>0.94%</u></u>

The above computation agrees with the December 31, 2014 computation of net capital filed electronically by the company on FOCUS Form X-17A-5 Part IIA.

See Independent Auditors' Report.

**J. J. & M. GELDZAHLER**  
**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS**  
**FOR BROKERS AND DEALERS PURSUANT TO RULE 15C3-3**  
**DECEMBER 31, 2014**

**Sch II**

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934, in that the Company's activities are limited to those set forth in the conditions for exemption appearing in paragraph (k)(2)(i) of the Rule.

# VB&T

Certified Public Accountants, PLLC

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## REVIEW REPORT ON MANAGEMENT'S ASSERTION LETTER

To the Partners of  
J. J. & M. Geldzahler

We have reviewed management's statements, included in the accompanying management assertion letter, in which (1) J. J. & M. Geldzahler (the "Company") identified the following provisions of 17 C.F.R. §240.15c3-3(k) under which the Company claimed an exemption from 17 C.F.R. §240.15c3-3: paragraph (k)(2)(i) (the "exemption provisions") and (2) the Company stated that J. J. & M. Geldzahler met the identified exemption provisions throughout the most recent fiscal year without exception. The Company's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about the Company's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

*VB&T CERTIFIED PUBLIC ACCOUNTANTS, PLLC*

New York, NY  
February 25, 2015

Registered with the Public Company Accounting Oversight Board  
Member of the American Institute of Certified Public Accountants

**J. J. & M. GELDZAHLER**

FORMERLY MENDEL GELDZAHLER

**INVESTMENTS**

1527-58TH STREET    BROOKLYN, N.Y. 11219    TEL: 718 851-7502  
FAX: 718 437-2183

**Assertions Regarding Exemption Provisions**

We, as members of management of J. J. & M. Geldzahler ("the Company"), are responsible for compliance with the annual reporting requirements under Rule 17a-5 of the Securities Exchange Act of 1934. Those requirements compel a broker or dealer to file annual reports with the Securities Exchange Commission (SEC) and the broker or dealer's designated examining authority (DEA). One of the reports to be included in the annual filing is an exemption report prepared by an independent public accountant based upon a review of assertions provided by the broker or dealer. Pursuant to that requirement, the management of the Company hereby makes the following assertions:

**Identified Exemption Provision:**

The Company claims exemption from the custody and reserve provisions of Rule 15c3-3 by operating under the exemption provided by Rule 15c3-3, Paragraph (k)(2)(i).

**Statement Regarding Meeting Exemption Provision:**

The Company met the identified exemption provision without exception throughout the period ending January 1, 2014 through December 31, 2014.

J. J. & M. Geldzahler

By: Malvine Geldzahler

Malvine Geldzahler, partner  
February 18, 2015

**J. J. & M. Geldzahler**  
**(SEC I.D. No. 8-16452)**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTAL SCHEDULE  
FOR THE YEAR ENDED DECEMBER 31, 2014  
AND  
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
AND  
REVIEW REPORT REGARDING EXEMPTION PROVISIONS**



**J. J. & M. GELDZAHLER**

FORMERLY MENDEL GELDZAHLER

INVESTMENTS

1527-58 TH STREET BROOKLYN, N.Y. 11219

TEL: 718 851-7502

FAX: 718 437-2183

February 27, 2015

Securities and Exchange Commission  
Registration Branch  
100 F Street N.E  
Washington.D.C.20549

**SEC**  
**Mail Processing**  
**Section**

• MAR 02 2015

Washington DC  
404

Dear Sir:

I am herewith enclosing two copies of our Annual Audited report for the  
Calendar year ending December 31, 2014.

The report was submitted by VB&T Certified Public Accountants  
PCAOB member # 1059.

Yours Truly

  
Malvine Geldzahler Partner